

Hearing Date: October 27, 2005, 10:00 a.m.  
Objection Deadline: October 24, 2005, 4:00 p.m.

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Debtors and Debtors-in-Possession

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05- 44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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NOTICE OF MOTION FOR ORDER UNDER 11 U.S.C. §§ 105, 363, 364,  
AND 365(a) AUTHORIZING DEBTORS TO ASSUME OR OTHERWISE  
TAKE ACTIONS NECESSARY TO CURE AND CONTINUE USE OF PURCHASE  
CARD AGREEMENT AND TRAVEL CARD AGREEMENT WITH HSBC  
BANK USA, NATIONAL ASSOCIATION USED FOR LOW-COST,  
BUSINESS-RELATED GOODS, SERVICES, AND TRAVEL

PLEASE TAKE NOTICE that on October 17, 2005, Delphi Corporation  
("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in  
the above-captioned cases filed the Motion For Order Under 11 U.S.C. §§ 105, 363, 364,  
And 365(a) Authorizing Debtors To Assume Or Otherwise Take Actions Necessary To  
Cure And Continue Use Of Purchase Card Agreement And Travel Card Agreement With  
HSBC Bank USA, National Association Used For Low-Cost, Business-Related Goods,  
Services, And Travel (the "Motion").

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of  
the Motion on a final basis will be held on October 27, 2005, at 10:00 a.m. (Prevailing  
Eastern Time) (the "Hearing") before the Honorable Robert D. Drain, United States  
Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610,  
New York, New York, 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to approval  
of the Motion on a final basis (a) must be in writing, (b) must conform to the Federal Rules  
of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New  
York, (c) must be filed with the Bankruptcy Court in accordance with General Order M-

242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) must be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) and must be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) special counsel to the Debtors, Shearman & Sterling LLP, 599 Lexington Avenue, New York, New York 10022 (Att'n: Douglas P. Bartner), (iv) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Marissa Wesley), (v) counsel for the agent under the Debtors' proposed postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Marlane Melican), (vi) counsel to any official committee formed in these cases, and (vii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), in each case so as to be **received** no later than **4:00 p.m. (Prevailing Eastern Time) on October 24, 2005** (the "Objection Deadline").



PLEASE TAKE FURTHER NOTICE that only those objections made in writing and timely filed and received by the Objection Deadline will be considered by the Bankruptcy Court at the Hearing. If no objections to the Motion are timely filed and served in accordance with the procedures set forth herein, the Bankruptcy Court may enter a final order granting the Motion **without further notice**.

Dated: New York, New York  
October 17, 2005

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

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